

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

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ABRAHAM and MINA REMBAUM, *et.*
al.,

Plaintiffs,

vs.

BANCO SANTANDER, S.A., BANCO
SANTANDER INTERNATIONAL,
OPTIMAL INVESTMENT SERVICES,
S.A., and JONATHAN CLARK,

Defendants.
----- X

No. 10-CIV-4095 (SAS)

**DEFENDANTS' NOTICE OF MOTION TO DISMISS
SECOND AMENDED CLASS ACTION COMPLAINT**

PLEASE TAKE NOTICE that Defendants Banco Santander, S.A. ("Santander"), Banco Santander International ("BSI"), Optimal Investment Services, S.A. ("OIS"), and Jonathan Clark ("Clark") (collectively "Defendants"), through their undersigned counsel, respectfully move this Court for an Order dismissing, with prejudice, Plaintiffs' Second Amended Class Action Complaint on the grounds that it fails to state a claim upon which relief can be granted and, with respect to certain claims, for improper venue.

This motion is made pursuant to Fed. R. Civ. P. 12(b)(6) and 12(b)(3), upon the bases set forth in the accompanying Memorandum of Law, the Declaration of Paulo R. Lima and exhibits attached thereto, the Declaration of Robert H.T. Hildyard QC, and on such argument as may be presented to the Court at a hearing.

PLEASE TAKE FURTHER NOTICE that, pursuant to this Court's Order [Dkt. # 11], Plaintiffs' opposition papers, if any, shall be due on or before January 31, 2011, and Defendants' reply papers, if any, shall be due on or before February 15, 2011.

The undersigned hereby certifies, pursuant to Rule III.B of the Individual Practices of Judge Shira A. Scheindlin, that the Parties have exchanged pre-motion letters in an attempt to eliminate the need to bring this motion.

Dated: December 30, 2010

Respectfully submitted,

By: /s/ Paulo R. Lima
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Counsel for Defendants Banco Santander, S.A., Banco Santander International, Optimal Investment Services, S.A., and Jonathan Clark

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that, on December 30, 2010, I electronically filed the foregoing with the Clerk of the Court using the CM/ECF system, which will send a Notice of Electronic Filing to counsel of record listed below:

Edward W. Miller, Esq.
648 Franklin Avenue, 2nd Floor
Garden City, New York 11530
Counsel for Plaintiffs

/s/ Paulo R. Lima
For Hunton & Williams LLP